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SEC 1972 Potential persons who are to respond to the collection of information con not required to respond unless the form displays a currently valid OMB con.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076

Expires: May 31, 2002

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Name of Offering (check if this is an a	amendment and name	has changed, and in	dicate change.)	Common Stock	
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	⊠ Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing []	Amendment				
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Address of Executive Offices (Number 2107 Dwight Way, Suite 2600 Berke			one Number (In	cluding Area Code)	
Address of Principal Business Operat Code) (if different from Executive Office	`	reet, City, State, Zip	Code) Teleph	none Number (Includir	ng Area
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⊠corporation	[] limited partne	rship, already forme	d	[] other (please s	pecify):
[] business trust	[] limited partne	rship, to be formed			

Actual or Estimated Date of Incorporation or Organization: [Filter two-letter U.S. Postal Service abbreviation for State: WA CN for Canada; FN for other foreign jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: WA CN for Canada; FN for other foreign jurisdiction) [] [] [] GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an examption under Requisition D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: File (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information nequested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed. A BASIC IDENTIFICATION DATA Each	Month Year
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: WA CN for Canada; FN for other foreign jurisdiction) { [] [] GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 774(6). When to File: A notice must be filled no later than 15 days after the first sale of securities in the offering. A notice is deemed filled with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. **Copies Required: Five (5) copies of this notice must be filled with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures. **Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. **Filing Fee: There is no federal filing fee.** State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form, Issuers relying on ULOE must file a separate notice with the securities Affainstated in each state where sales are to be, or have been made. It is state requires the payment of a fee as a pre	
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Full Name (Last name first, if individual) Qiu, Yan	Full Name (Last name first, if individual) Qiu, Yan

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	E	3. INFORMATION ABO	OUT OFFERING	gan en	
1. Has the issuer sold, or does	s the issuer inter	nd to sell, to non-accred	lited investors in this offe	ring?	Yes No
2. What is the minimum inves		• • • •	mn 2, if filing under ULO	E.	\$100.00
Noes the offering permit joi					Yes No
4. Enter the information reque commission or similar remune person to be listed is an assostates, list the name of the broker or dealer, you may set	sted for each pe eration for solicita ciated person or oker or dealer. If	erson who has been or valid or of purchasers in coagent of a broker or de more than five (5) personant	will be paid or given, direction with sales of sealer registered with the Sons to be listed are associated.	ecurities in the offe EC and/or with a s	ring. If a state or
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2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under $\underline{\text{Rule } 504}$,

Answer also in Appendix, Column 3, if filing under ULOE.

indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	1	\$100.00
Non-accredited Investors	0	\$ <u>0</u>
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		<u> </u>
Answer also in Appendix, Column 4, it filling under OLOE.		
3. If this filing is for an offering under $\underline{\text{Rule }504}$ or $\underline{505}$, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of Security	Dollar Amount
l ype of oπering	,,	Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees		0
Legal Fees		0
· · · · · · · · · · · · · · · · · · ·		0
Engineering Fees		0
Sales Commissions (specify finders' fees separately)	• •	0
Other Expenses (identify)	\$	
1 Qta1		<u>.v.</u>
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proce issuer."	and total eds to the \$	100.00
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be us each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and che box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceed issuer set forth in response to Part C - Question 4.b above.	eck the	:
	Payment	s
	Affiliates	, & Payments To Others
Salaries and fees	□\$	<u>o</u> []\$ <u>o</u>
Purchase of real estate	[]\$	<u> </u>
Purchase, rental or leasing and installation of machinery and equipment	[]\$	0 🗆 \$ 0
Construction or leasing of plant buildings and facilities	[]\$	<u> </u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in		
exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	0[]\$ 0
Repayment of indebtedness	[]\$	0[]\$ 0
Working capital	[]\$	<u>0 []\$</u> 0 ⊠\$ \$ 100.00
	[]\$	
Other (specify):		
	[]\$	[]\$
Column Totals	□ \$	<u>0</u> 🛭 \$ 100.00
Total Payments Listed (column totals added)	[] \$100.	

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date						
Aki USA, Inc.		August 7, 2002						
Name of Signer (Print or Type)	Title of Signer (Print or Type)							
Yan Qiu.	Secretary and Treasurer							

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No []⊠

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Aki USA, Inc.	Signature	Date August 7, 2002
Name of Signer (Print or Type) Yan Qiu	Title (Print or Type) Secretary and Treasurer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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AND COMPANY OF THE PROPERTY OF	Intend to non-ac investors (Part B-	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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Aki USA, Inc. 2107 Dwight Way, Suite 2600 Berkeley, CA 94704 (510) 547-2540

August 8, 2002

Writer's Direct Contact (510) 547-2540 yan@aki-usa.com

RECEIVED

AUG 2 2 2002

By Overnight Delivery

U.S. Securities and Exchange Commission 450 Fifth Street, N.W. Washington, D.C. 20549

Re: Common Stock Purchase

Ladies and Gentlemen:

On behalf of Aki USA, Inc., a Washington corporation (the Corporation"), enclosed for filing is the Form D Notice of Sale of Securities pursuant to regulation D, Section 4(6) (the "Form D Notice") in connection with the Corporation's offering of an aggregate of 1,000 shares of Common Stock at a per share price of \$0.10. We have enclosed one manually signed original Form D Notice and four additional copies as required.

In addition to the required copies of the Form D Notice, we have enclosed a return copy for our records. Please acknowledge receipt of this filing by file-stamping the enclosed copy of the Form D Notice and return it to us in the enclosed self-addressed, stamped envelope provided for your convenience.

Should you have any questions in connection with this matter, please do not hesitate to call me at the number listed above.

Yan Oiu,

Sincerely.

Director

Enclosures
Form D (six copies)